UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY

BRAD PACKER, Plaintiff, v RAGING CAPITAL MANAGEMENT, LLC, RAGING CAPITAL MASTER FUND, LTD, and WILLIAM C. MARTIN, Defendants, - and - ORBCOMM, INC, Nominal Defendant.	Case No. 3:16-cv-07949 (PGS) (LHG) **ANSWER OF DEFENDANTS RAGING CAPITAL MANAGEMENT, LLC, RAGING CAPITAL MASTER FUND, LTD. AND WILLIAM C. MARTIN**

Defendants Raging Capital Management, LLC ("RCM"), Raging Capital Master Fund, Ltd. ("Master Fund") and William C. Martin ("Martin," and collectively with RCM and Master Fund, the "Defendants"), by their attorneys, Olshan Frome Wolosky LLP, for their Answer to the Complaint of Plaintiff Brad Packer, dated October 27, 2016 ("Complaint"), answer and respond as follows:

1. Deny the allegations contained in paragraph 1 of the Complaint, except admit that Defendants purchased and sold common stock of nominal defendant Orbcomm, Inc. ("ORBC").

2. The allegations contained in paragraph 2 of the Complaint present a legal conclusion to which no response is required. To the extent that a response may be required to any factual assertions in paragraph 2, Defendants deny those allegations.

3. Deny knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 3 of the Complaint.

4. Deny knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 4 of the Complaint.

5. Admit the allegations contained in paragraph 5 of the Complaint.

6. Admit the allegations contained in paragraph 6 of the Complaint.

7. Admit the allegations contained in paragraph 7 of the Complaint

8. The allegations contained in paragraph 8 of the Complaint present a legal conclusion to which no response is required. To the extent that a response may be required to any factual assertions in paragraph 8, Defendants deny those allegations.

9. The allegations contained in paragraph 9 of the Complaint present a legal conclusion to which no response is required. To the extent that a response may be required to any factual assertions in paragraph 9, Defendants deny those allegations.

10. Deny the allegations contained in paragraph 10 of the Complaint.

11. Deny the allegations contained in paragraph 11 of the Complaint and refer the Court to Amendment No. 1 to Schedule 13G, filed October 13, 2015, and Amendment No. 2 to Schedule 13G, filed February 16, 2016, for their complete contents.

12. Deny the allegations contained in paragraph 12 of the Complaint and refer the Court to the Form 13F's for the quarters ended March 31, 2016 and June 30, 2016, for their complete contents.

13. Deny the allegations contained in paragraph 13 of the Complaint.

14. Deny the allegations contained in paragraph 14 of the Complaint.

AS AND FOR A FIRST CLAIM FOR RELIEF

15. Defendants repeat and reallege each and every admission and denial set forth above.

16. Deny the allegations contained in paragraph 16 of the Complaint.

17. Deny the allegations contained in paragraph 17 of the Complaint.

18. Deny the allegations contained in the paragraph 18 of the Complaint.

ALLEGATIONS AS TO DEMAND

19. Denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 19 of the Complaint.

FIRST AFFIRMATIVE DEFENSE

20. The Complaint fails to state a claim for relief.

SECOND AFFIRMATIVE DEFENSE

21. Plaintiff's claims are barred because he lacks standing.

THIRD AFFIRMATIVE DEFENSE

22. Plaintiff's claims are barred because Section 16(b) of the Securities Exchange Act of 1934 does not apply to the purchases and sales of ORBC common stock identified in the Complaint based on, among other things, the fact that defendant RCM is a registered investment adviser, defendant Martin is a control person of RCM, and the Master Fund is not a beneficial owner of ORBC shares, and all shares held by the Master Fund were purchased or sold by a registered investment advisor.

FOURTH AFFIRMATIVE DEFENSE

23. Plaintiff's claims are barred because Defendants could not have formed a group under Section 13 of the Securities Exchange Act and the relevant rules and regulations promulgated thereunder for the purposes of being liable under Section 16.

24. Defendants reserve the right to assert any additional defenses that may arise during the course of this action.

WHEREFORE, Defendants demand judgment in their favor, dismissing Plaintiff's Complaint with prejudice and awarding Defendants their costs incurred in defending this matter, including attorneys' fees, and such other and further relief as the Court deems just and equitable.

Dated: March 15, 2017

OLSHAN FROME WOLOSKY LLP

By: ______________________

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